

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE APPLICATION OF THE ATMOS ENERGY)	
CORPORATION, THROUGH ITS DIVISION,)	
WESTERN KENTUCKY GAS COMPANY OF)	
OWENSBORO, KENTUCKY, FOR AN ORDER)	CASE NO. 93-333
AUTHORIZING THE CREATION AND ISSUANCE)	
OF ITS COMMON STOCK PURSUANT TO THE)	
APPLICANT'S RESTRICTED STOCK GRANT PLAN)	

O R D E R

On September 10, 1993, Western Kentucky Gas Company ("Western"), a division of Atmos Energy Corporation ("Atmos"), filed an application seeking authority to create and issue up to 329,200 shares of common stock, without par value, pursuant to its Restricted Stock Grant Plan ("Plan"). Western is subject to the jurisdiction of the Kentucky Public Service Commission ("Commission"); however, as a division of Atmos, it does not have a separate capital structure, and the securities are to be issued by Atmos subject to the approval of this Commission. The shares are to be issued to satisfy the Plan requirements until the proposed issuance is exhausted. No proceeds will be generated by the issuance of these securities.

The Commission, having considered the evidence of record and being otherwise sufficiently advised, finds that the creation, issuance, and sale of the above securities by Atmos are for lawful objects within the corporate purposes of Atmos's utility operations, are necessary and appropriate for and consistent with

the proper performance of its service to the public, and will not impair its ability to perform that service, and are reasonably necessary and appropriate for such purposes and should, therefore, be approved.

IT IS THEREFORE ORDERED that:

1. Atmos be and it hereby is authorized to create and issue during 1993 and subsequent years up to 329,200 shares of its common stock pursuant to its Plan.

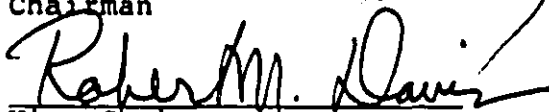
2. Every 6 months from the date of this Order, Atmos shall notify the Commission of the number of shares issued through its Plan.

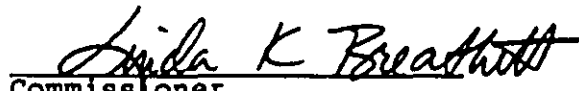
Nothing contained herein shall be construed as a finding of value for any purpose or as a warranty on the part of the Commonwealth of Kentucky or any agency thereof as to the securities authorized herein.

Done at Frankfort, Kentucky, this 26th day of October, 1993.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director